

RECORDATION NO. 18934-BB FILED

APR 27 '01 3:38 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Bill of Sale and Partial Release, dated March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 94-1) which was previously filed with the Commission under Recordation Number 18934.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Indenture Trustee: Bank One Trust Company, NA
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

Railcar GATX 089182 is being replaced by GATX 070069.

Mr. Vernon A. Williams
April 27, 2001
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A short summary of the document to appear in the index is:

Bill of Sale and Partial Release, dated March 26, 2001, between State Street Bank and Trust Company, Owner Trustee, and Bank One Trust Company, Indenture Trustee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bjg
Enclosures

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BILL OF SALE AND PARTIAL RELEASE


SURFACE TRANSPORTATION BOARD

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Lease") between the Lessor and GATX Rail Corporation formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 089182 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 26, 2001

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: 
Title: ASSISTANT VICE PRESIDENT

Bank One Trust Company, NA, not in its
individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Lease") between the Lessor and GATX Rail Corporation formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 089182 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

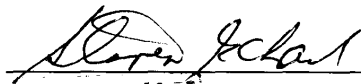
Bank One Trust Company, NA, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 26, 2001

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

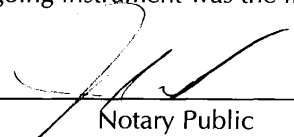
By: _____
Title: _____

Bank One Trust Company, NA, not in its
individual capacity, but solely as Indenture Trustee

By:  _____
Title: Vice President

State of Massachusetts)
) SS:
County of Suffolk)

On the 4 day of April, 2001, before me personally appeared Julie A. Balerna, to me known, who being by me duly sworn, says that (s)he is a Assistant Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
JAMES M. COOLIDGE
Notary Public
My Commission Expires June 19, 2003

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2001, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2001, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 12 day of April, 2001, before me personally appeared STEVEN E. CHARLES, to me known, who being by me duly sworn, say that (s)he is a Vice President of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Mary Wuertz
Notary Public

[Notarial Seal]

My commission expires:

